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1374993**NASDAQ**THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
8800 BLACKWELL ROAD  
ROCKVILLE, MD 20850Gary Sundick  
Vice President  
Listings/Investigations

REC'D S.E.C.

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By Facsimile and First Class Mail

December 29, 2006

Mr. Brian K. Johnson  
Office of Filings and Information Services  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

PROCESSED

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THOMSON  
FINANCIAL

Dear Mr. Johnson:

This is to certify that on December 28, 2006, The Nasdaq Stock Market (the "Exchange") received from NextWave Wireless Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$.001 par value

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,